

BYLAWS OF EMERGENCY MEDICAL SERVICES ADMINISTRATORS'
ASSOCIATION OF CALIFORNIA, INC.

A California Nonprofit Mutual Benefit Corporation

ARTICLE I. NAME

The name of this Corporation is Emergency Medical Services Administrators' Association of California, Inc.

ARTICLE II. OFFICE OF THE CORPORATION

Section 1. Principal Office

- A. The principal office for the transaction of the activities and affairs of the Corporation is located at 970 Executive Way, Redding, in Shasta County, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices

- A. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III. PURPOSES AND LIMITATIONS

Section 1. General Purposes

- A. To act as a business league not organized for profit pursuant to IRC Section 501(c)(6) and California Revenue and Taxation Code Section 23701(e).

Section 2. Specific Purposes

- A. To act in an advisory capacity to the State of California Emergency Medical Services Authority (EMSA) and the State of California Emergency Medical Services Commission (EMSC) in the establishment of goals, priorities, standards and quality assurance for the Emergency Medical Services Systems.
- B. To provide expert administrative advice and consultation to State, local, community, and professional organizations involved with Emergency Medical Services Systems.
- C. To serve as a forum for the exchange of information and ideas on the administrative aspects of Emergency Medi-Cal Services Systems.
- D. To improve the System's integrity and validity in Statewide and local Emergency Medical Services System design and operation including all EMS System components.

- E. To improve the effectiveness of administration and management of Emergency Medical Services Systems relating to planning, organization, implementation and evaluation of the Emergency Medical Services Systems.
- F. To promote the dissemination of knowledge concerning the Emergency Medical Services Systems.
- G. To promote the fulfillment of and adherence to requirements of laws, statutes, and State and local policy and procedures, regulations and guidelines.
- H. To foster relationships with other organizations and agencies involved in similar activities and to exchange information and work toward common goals for the delivery of Emergency Medical Services Systems.
- I. To recommend to the Governor's office four qualified candidates for appointment to the Commission on Emergency Medical Services.

Section 3. Limitations

- A. No part of the net earnings of the Corporation may inure to the benefit of any member.

ARTICLE IV. MEMBERS

Section 1. Qualifications and Rights of Membership

- A. This Corporation shall consist of active members and associate members.
- B. No person shall hold more than one membership in the Corporation.
- C. All active members shall have the same rights, privileges, restrictions and conditions as provided by these Bylaws.
- D. Membership shall be for the fiscal year, beginning July 1 and ending June 30.

Section 2. Qualifications of Members

- A. Active Member

Voting membership in this Corporation shall be limited to persons serving in the official capacity of EMS Administration for a local EMS agency with (some or all) duties defined as the responsibility of a "local EMS agency" in Division 2.5 of the California Health and Safety Code. Each member shall have one vote. Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded

members under the California Non profit Mutual Benefit Corporation Law. If the Corporation is dissolved, the assets exclusive of those held in charitable trust of the Corporation shall not be distributed to the individual members, but shall instead be distributed to non-profit emergency medical services organizations in the State of California after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment required under applicable law.

B. Associate Member

Non-voting membership in this Corporation shall be limited to persons directly or indirectly involved in the administration, management and support services of Emergency Medical Services other than voting members. Associate members may fully participate in the discussions and activities of the Corporation but shall have no vote.

Section 3. Admission of Members

- A. Persons desiring membership in this Corporation shall apply in writing to the Board of Directors. The Membership Committee shall examine the credentials of each applicant for membership and, if determined to be qualified, will recommend to the Board the applicant for election at the next Board meeting. Once approved for membership, that person shall continue to be a member of the Corporation as long as they meet the provisions of Article IV.

Section 4. Membership Dues, Fees and Assessments

- A. A non-refundable annual dues in an amount set by the Board of Directors shall be required of each member. The dues are payable at the time of induction into the Corporation, and also yearly each January 1. These annual dues become delinquent if not paid by June 30 each year. Dues statements will be mailed by the Treasurer to the current members by September 1st for the following fiscal year.
- B. Each member shall pay, within the time and on the conditions set forth, such fees and/or registration assessments as will be fixed from time to time by the membership or the Board of Directors.

Section 5. Non-transferability of Memberships

- A. No member may transfer a membership or any right arising therefrom.

Section 6. Good Standing

- A. Those members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 7. Termination and Suspension of Membership

A. Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member, on reasonable notice to the Corporation;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) Failure of the member to pay dues, fees, or assessments as set by the Board within one hundred and eighty days (180 days) after they become due and payable;
- (4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (5) Expulsion of the member under provisions of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

B. Suspension of Membership

- (1) A member may be suspended under this Section 7 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
- (2) A person whose membership is suspended shall not be a member during the period of suspension.

C. Procedure for expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Section (7) of these Bylaws, the procedure set forth below shall be followed:

- (1) The member shall be given a 15 day prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or certified mail to the member's last address as shown on the Corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement

considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

- (3) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE V. MEETINGS

Section 1. Meetings of Members; Place of Meeting

- A. Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office.

Section 2. Annual Meeting

- A. An annual member's meeting shall be held on the third Thursday of May of each year at 2:00 P.M., unless the Board fixes another date or time and so notifies members as provided in these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to the restrictions in these Bylaws.

Section 3. Special Meetings; Persons Authorized to Call

- A. A special meeting of the members for any lawful purpose may be called at any time by the President of the Board or by a majority of the Board of Directors, or 5 percent or more of the members.

Section 4. Calling Meetings

- A. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President of the Board, if any, or any President Elect or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting,

fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 5. Proper Business of Special Meeting

- A. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6. Notice Requirements for Members' Meetings; General Notice Requirements

- A. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 7. Notice of Certain Agenda Items

- A. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - (1) Removing a Director without cause;
 - (2) Filling vacancies on the Board;
 - (3) Amending the Articles of Incorporation;
 - (4) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
 - (5) Electing to wind up and dissolve the Corporation; or
 - (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or Bylaws, when the Corporation is, in the process of winding up.

Section 8. Manner of Giving Notice

- A. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written

communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 9. Affidavit of Mailing Notice

- A. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or any Transfer Agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 10. Quorum; Percentage Required

- A. Thirty-three and one-third (33 1/3) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

Section 11. Loss of Quorum

- A. Subject to these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 12. Adjournment and Notice of Adjourned Meeting

- A. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a membership meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 13. Voting; Eligibility to Vote

- A. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, active members entitled to vote at any meeting of members shall be members in good

standing as of the record date determined under these Bylaws.

Section 14. Manner of Casting Votes

- A. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

Section 15. Voting

- A. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 16. Approval by Majority Vote

- A. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law, or by the articles of incorporation.

Section 17. Waiver of Notice or Consent; Written Waiver or Consent

- A. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present in person, and (2) either before or after the meeting, each member entitled to vote, who is not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

Section 18. Waiver by Attendance

- A. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 19. Action Without a Meeting; Action by Unanimous Written Consent

- A. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 20. Record Date for Notice, Voting, Written Ballots, and Other Actions; Record Date Determined by Board

- A. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date is so fixed:
- (1) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;
 - (2) for voting at a meeting shall not be more than 60 days before the date of the meeting;
 - (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - (4) for any other action shall not be more than 60 days before that action.

Section 21. Record Date Not Determined by Board; Record Date for Notice or Voting

- A. If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

Section 22. Record Date for Other Actions

- A. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 23. Members of Record

- A. For purposes of Sections 20, 21 and 22 of this Article V, a person holding a membership at the close of business on the record date shall be a member of record.

Section 24. Proxies

- A. Voting by proxy is not allowed in this Corporation.

ARTICLE VI. DIRECTORS

Section 1. General Corporate Powers

- A. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers

Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- A. Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties to them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- B. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
- C. Adopt and use a corporate seal.

Section 3. The Board of Directors

- A. The Board of Directors shall total eleven (11) Directors of the Corporation. If not already a Board Member, the EMS Administrator appointed by the Governor to the State EMS Commission shall serve as an ex-officio (non-voting) member of the Board. Board members shall include:
 - (1) Voting Board Members
 - President
 - President-elect
 - Secretary
 - Treasurer
 - Immediate Past President
 - Six (6) Delegates at Large

(2) Non-Voting Board Members

State Commission EMS Administrator Representative (ex-officio)/Historian

Section 4. Election of Board of Directors and Officers

- A. A Nominating Committee of four (4) members shall be appointed by the President to include and to be chaired by the Immediate Past President. The Past President shall impanel the Nominating Committee by January 15 to produce a recommended slate of Board of Directors to the active Corporation membership by March 30.

The Nominating Committee shall:

- (1) Nominate candidates qualified to hold the office.
 - (2) Obtain from each prospective nominee his/her consent to be nominated.
 - (3) Nominate at least one candidate for the offices of President-elect, Secretary and Treasurer.
 - (4) Nominate at least eight (8) candidates for the six (6) delegate-at-large positions.
- B. The Nominating Committee's slate and voting ballot will be mailed by April 15 to all active members. Election to the Board shall be by a vote of ballots cast by the active members. The sitting President and President-elect shall tabulate all ballots and present the elected candidates receiving the highest number of votes at the last scheduled Board meeting of the fiscal year. In the event that a tie vote shall occur, the election will be decided by a coin toss. The coin toss to be conducted by the President and in the presence of a majority of the Board of Directors.
- C. The President-elect shall succeed the President. The Board of Directors shall serve for the fiscal year following election unless as otherwise noted in these Bylaws.

Section 5. Regular Meetings

- A. Regular meetings of the Board of Directors shall occur at least quarterly at a place and time agreed upon by the majority of the Board of Directors present and voting at the conclusion of the prior regular meeting.

Section 6. Location of Meetings

- A. All regular meetings of the Board of Directors shall be conducted at meeting locations mutually agreeable to the majority of the Board of Directors and when possible shall coincide with State of California EMS Commission meetings.

Section 7. Special Meetings

- A. A special meeting of the Board of Directors may be called at any time by the

President of the Board or by a majority of the Board of Directors or by a majority of the active members.

Section 8. Notification of Meetings

- A. A special meeting called by any person entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President of the Board, if any, or any President Elect or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 9. Quorum

- A. At least seven (7) Board members shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.
- B. The Board members present at a duly called meeting in which a quorum is present may continue to transact business until adjournment if any action taken is approved by at least a majority of the Board members required to constitute a quorum, which is four (4) Board members. In the absence of a quorum, no business may be transacted at the meeting. Any Board meeting may be adjourned by vote of the majority of Board members present at the meeting.

Section 10. Voting

- A. Eligibility

Only those persons who are Board members are entitled to vote at a meeting of the Board of Directors.

- B. Rights

Each Board member is entitled to one (1) vote on each matter submitted to a vote by the Board.

- C. A simple majority of Board members present at a meeting is required for approval of any business, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of members represented at the meeting entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required or specified elsewhere.

Section 11. Board of Directors Restrictions

- A. The Board of Directors membership shall be limited to active members.

Section 12. Term of Office

- A. The term of office for any Board member shall be one (1) year. Each Board member, including a member elected or appointed to fill a vacancy, shall hold office until expiration of the term and until a successor has been elected and qualified.

Section 13. Temporary Appointments

- A. In the event a Board member or officer is vacated, the Board of Directors shall appoint a temporary successor to serve in that position until a permanent successor is elected by the membership.

ARTICLE VII. OFFICERS

Section 1. Officers

- A. The officers of this Corporation shall be the President, President-Elect, Secretary, and Treasurer.

Section 2. Duties of Elected Officers

- A. The officers of this Corporation shall perform the duties commonly pertaining to their respective offices and shall perform such other duties and have such other powers as prescribed by these Bylaws or as the Board of Directors may from time to time delegate, provided these designated powers are not in conflict with these Bylaws.
- (1) President. The President shall, subject to the control of the Board of Directors, supervise all business and affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as may be required by the Corporation's Bylaws, Legislative Platform, or which may be assigned to the office from time to time by the Board of Directors. The President shall preside at all meetings of the Corporation and the Board of Directors.
 - (2) President-Elect. The President-Elect shall, in the absence or disability of the President or in the event of the President's refusal to act, perform all duties of the President and, when so acting, shall have the powers of and be subject to the restrictions on the President. The President-Elect shall have such other duties as may be imposed by the Corporation's Bylaws, Legislative Platform, or as may be prescribed from time to time by the Board of Directors. The President-Elect shall serve as the Conference Coordinator and shall chair the planning committee for the Corporation's conferences.

- (3) Secretary. The duties of the Secretary shall be to:
 - (a) Certify Bylaws
 - (b) Keep Minutes of Meetings
 - (c) Be Custodian of the Records of the Corporation
 - (d) Perform other duties incidental to the office of Secretary
- (4) Treasurer. The duties of the Treasurer shall be to supervise the following:
 - (a) The custody and deposit of funds
 - (b) The receipt of funds
 - (c) The disbursement of funds
 - (d) The maintenance of accounts
 - (e) The Exhibit of Records of the Corporation as necessary
 - (f) The rendering of financial reports
 - (g) The timely notification of the membership of dues and assessments
 - (h) The performance of other duties incidental to the office of Treasurer including, but not limited to meeting the requirements of the United States Internal Revenue Service and the California Franchise Tax Board.

The Treasurer shall chair the Budget Committee appointed by the President and shall propose a budget to the Board of Directors at the final meeting of the Board for each Corporation (fiscal) year, ending June 30th.

Section 3. Officers Restrictions

- A. No officer may hold more than one (1) office at the same time.

ARTICLE VIII. EXECUTIVE BOARD

Section 1. Executive Board

- A. The Executive Board shall consist of the four (4) officers of the Corporation and the Immediate Past President.

Section 2. Powers and Duties

- A. The Executive Board shall assume the powers and duties of the Corporation during the interim between regular member/Board meetings.
- B. The Executive Board shall engage in no act or activity which is in conflict with major policy actions previously taken by the Directors and the membership.
- C. All acts and activities of the Executive Board shall be reported to the Board of Directors as soon as possible and in writing at its next regular meeting.

Section 3. Convening of the Executive Board

- A. The Corporation President shall chair Executive Board meetings. The Executive Board shall convene (in person or by conference call) upon the call of the President. A special meeting of the Executive Board may be called at any time by the President of the Board or by a majority of the Executive Board. Actions of and by the Executive Board shall be by majority vote of the Executive Board.

ARTICLE IX. COMMITTEES

Section 1. Committees of the Board of Directors

- A. The Board, by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President. Any such committee, to the extent provided in the Board action, shall have the authority given by the Board, except that no committee, regardless of Board resolution, may:
- (1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
 - (2) Fill vacancies on the Board or on any committee that has the authority of the Board;
 - (3) Fix compensation of the Directors for serving on the Board or on any committee;
 - (4) Create any other committees of the Board or appoint the members of committees of the Board;
 - (5) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
 - (6) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Meetings and Actions of Committees

- A. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any

committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 3. Permanent Committees

- A. By-laws Committee. It is the mission of the By-laws Committee to ensure the integrity of the Corporation by-laws. The committee is responsible for reviewing and making appropriate recommendations for revisions of the by-laws to the Board of Directors and membership as needed.
- B. Nominating Committee. It is the mission of the Nominating Committee to identify and solicit the best qualified member candidates for the leadership positions of the Corporation. The committee is responsible for overseeing the procedures established for the nomination of candidates and for conducting the annual elections.
- C. Ethics Committee. It is the mission of the Ethics Committee to define and distribute guidelines which promote self-imposed high ethical standards for members of the Corporation. The committee is responsible for hearing complaints and making appropriate recommendations regarding violations of these by-laws.
 - (1) The committee shall consist of five (5) members from the active class of membership.
 - (2) No Board member may serve on the committee.
 - (3) The term of each committee member shall be two (2) years.
 - (4) The Chair of the committee shall be elected by the committee upon completion of the annual elections.
 - (5) Any vacancy occurring on the committee before a meeting of the general membership shall be filled by an individual who meets the requirements for the position and who is confirmed by a majority vote of the Board of Director's.
 - (6) Only those active members having maintained membership in good standing for a minimum of two consecutive years shall be eligible for a position on the Ethics Committee.

Section 4. Standing Committees

There shall be standing committees of the Corporation Association. The numbers, names, duties and duration of these committees shall be determined by the Board of Directors. This includes such committees as: Legislative, Education and/or Finance.

Section 5. Ad-Hoc Committees

The President may appoint such additional ad-hoc committees as the Board may deem appropriate to establish.

ARTICLE X. MISCELLANEOUS

Section 1. Secretary

- A. **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date.
- B. **Membership Records.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a records of the Corporation's members, showing each member's name, address, and class of membership.
- C. **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 2. Treasurer

- A. **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and Directors such financial statements and report as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- B. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- C. **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful

performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 3. Indemnification

- A. **Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- B. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.
- C. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance

- A. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

Section 5. Records and Reports

A. Maintenance of corporate records

The Corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (3) A record of each member's name, address, and class of membership.

B. Members' inspection rights

- (1) Membership Records - Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
 - (a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or
 - (b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after (1) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled.
 - (c) The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.
 - (d) If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

- (e) Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(2) Accounting records and minutes

- (a) On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

C. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and Bylaws, as amended to date.

D. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

E. Annual Report

- (1) The Board shall cause an annual report to be sent to the members and Directors within 120 days after the end of the Corporation's fiscal year (June 30). That report shall contain the following information, in appropriate detail, for the fiscal year:
 - (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - (b) The principal changes in assets and liabilities, including trust funds.

- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
 - (d) The expenses or disbursements of the Corporation for both general and restricted purposes.
 - (e) Any information required by these Bylaws.
- (2) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.
 - (3) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to an Directors and to any member who requests it in writing; provided further the Board shall review the need for an audit at least every three years.

F. Annual Statement of Certain Transactions and Indemnifications

- (1) As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:
 - (a) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (a) to which the Corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
 - 1. Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - 2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the

Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

ARTICLE XI. CONSTRUCTION AND DEFINITIONS

Section 1. Construction and Definitions

- A. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XII. AMENDMENTS

Section 1. Amendments by Board

- A. Board Member Rights Limitation. Subject to the rights of members under these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the members' rights as to voting.
- B. Changes to Number of Directors. Once members have been admitted to the Corporation, the Board may not, without the approval of the members, specify or change any Bylaw provisions that would:
 - (1) Fix or change the authorized number of Directors.
 - (2) Fix or change the minimum or maximum number of Directors, or
 - (3) Change from a fixed number of Directors to a variable number of Directors or vice versa.
- C. High vote requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

D. Members' approval required. Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaws that would:

- (1) Increase or extend the terms of Directors;
- (2) Increase the quorum for members' meetings;

Section 2. Amendments by Members:

- A. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.
- B. Any provision of these Bylaws providing for the designation or selection, rather than election, of any Director or Directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of EMERGENCY MEDICAL SERVICES ADMINISTRATOR'S ASSOCIATION OF CALIFORNIA, INC., a California nonprofit mutual benefit Corporation, that the above Bylaws, consisting of twenty-three (23) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on March 21, 2000, and that they have not been amended or modified since that date.

Executed on April 1, 2000 at San Rafael, California.

Secretary